

**EXHIBIT 1**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**Ref. Docket Nos. 410 & \_\_\_\_**

**OMNIBUS ORDER APPROVING SECOND INTERIM  
FEE REQUESTS OF THE DEBTORS' PROFESSIONALS**

Upon consideration of the second interim fee applications (each, a “Fee Request,” and collectively, the “Fee Requests”) filed by certain professionals (collectively, the “Professionals”) retained and employed by the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned cases and identified on **Exhibit A** attached hereto, for allowance of compensation and reimbursement of expenses; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and it appearing to the Court that all of the requirements of sections 327, 328, 330, 331, and 503(b) of title 11 of the United States Code, as well as rule 2016 of the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the services rendered and expenses incurred were reasonable and necessary; and that notice of the

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

Fee Requests was appropriate; and after due deliberation and sufficient good cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Fee Requests are APPROVED with respect to the amounts set forth on **Exhibit A** attached hereto.
2. The Professionals are granted interim allowance of compensation in the amounts set forth on **Exhibit A**, including any and all holdbacks.
3. The Professionals are allowed reimbursement of reasonable and necessary expenses in the amounts set forth on **Exhibit A**.
4. The Debtors are authorized and directed to remit payment to the Professionals in the amounts set forth on **Exhibit A**, less all amounts previously paid on account of such fees and expenses.
5. This Order shall be deemed a separate order for each Professional and any appeal of this Order with respect to any Professional shall have no effect on the authorized fees and expenses of any other Professional.
6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

**EXHIBIT A**

<b>Professional/Role</b>	<b>Interim Fee Period/ Docket No.</b>	<b>Total Fees Approved</b>	<b>Total Expenses Approved</b>	<b>Amount of Holdback Fees Approved (20% of Fees)</b>
Young Conaway Stargatt & Taylor, LLP - <i>Counsel to the Debtors and Debtors in Possession</i>	3/1/23 – 5/31/23 [Docket No. 410]	\$135,526.00	\$904.08	\$27,105.20
RPA Asset Management Services, LLC – <i>Financial Advisor to the Debtors and Debtors in Possession</i>	3/1/23 – 5/31/23 [Docket No. 410]	\$137,326.00	\$152.45	\$27,465.20